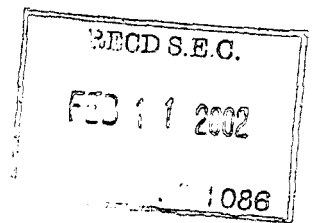


13F CON P 8/14/02
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549



NON-PUBLIC

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: December 31, 2001

Check here if Amendment []; Amendment Number: _____
This Amendment (Check only one.): [] is a restatement.
[] adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: Relational Investors LLC
Address: 11975 El Camino Real, Suite 300
San Diego, CA 92130

CONFIDENTIAL TREATMENT EXPIRED

Form 13F File Number: 28- 06854

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Jay N. Sitlani
Title: Director of Operations
Phone: 858-704-3336



Signature, Place, and Date of Signing:

J. Sitlani San Diego, CA 2/7/02
[Signature] [City, State] [Date]

Report Type (Check only one.):

- [X] 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)
- [] 13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)
- [] 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

List of Other Managers Reporting for this Manager:
[If there are no entries in this list, omit this section.]

Form 13F File Number Name

28- _____
[Repeat as necessary.]

PROCESSED

SEP 12 2002

THOMSON
FINANCIAL

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Form 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 0
Form 13F Information Table Entry Total: 3
Form 13F Information Table Value Total: \$ 369,202
(thousands)

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report.

[If there are no entries in this list, state "NONE" and omit the column headings and list entries.]

No.	Form 13F File Number	Name
28-		

[Repeat as necessary.]

Form 13F INFORMATION TABLE

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6	COLUMN 7	COLUMN 8		
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAGERS	VOTING AUTHORITY		
									SOLE	SHARED	NONE
Conagra Foods Inc.	COM	205887102	\$117,566	4,946,000	SH		SOLE		4,946,000		
Aetna US Healthcare Inc.	COM	00817Y108	\$214,435	6,500,000	SH		SOLE		6,500,000		
The Walt Disney Co.	COM	254687106	\$ 37,201	1,795,400	SH		SOLE		1,795,400		